

Catherine Stiglich
Vice President

The CIT Group/
Capital Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036
Tel 212 536-9440
Fax 212 536-1398



June 25, 1993

3-179A054

REGISTRATION NO. 18278
FILED 1993

JUN 28 1993 12-05 PM

COMMERCE COMMISSION

Mrs. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

Re: Lease of Railroad Equipment
Dated November 4, 1993
Between Santee Cooper and
The CIT Group/Equipment Financing, Inc.

Dear Mrs. Lee:

Enclosed please find three originally executed and notarized Memorandums of Lease of Railroad Equipment. I request that you record the enclosed lease. I have enclosed a check in the amount of \$16.00 to cover the filing fee.

Please return two of the stamped recorded memorandums to the address noted above. Should you require any additional information, please call me at (212) 536-9440.

Very truly yours,

Catherine Stiglich

CS:tp

cc: Maureen Krieg
Contracts Administrator
Helm Financial Corporation

JUN 28 11 55 AM '93
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

6/28/93

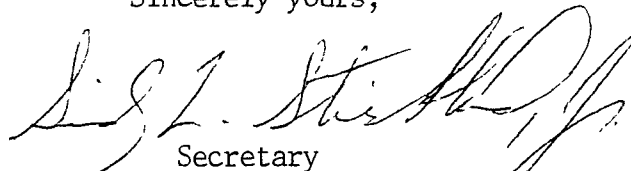
OFFICE OF THE SECRETARY

Catherine Stiglich
The CIT Group Capital Equip. Financing
1211 Avenue Of The Americas 21st Fl.
New York, N.Y. 10036 Attn. Heidi Liss

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **6/28/93** at **12:05pm**, and assigned
recordation number(s). **18278 & 17662-A**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

JUN 28 1993 12-05 PM

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of January 4, 1993 is intended to evidence the Lease of Railroad Equipment dated as of November 4, 1992, as amended, (the "Lease") between THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation ("Lessor"), and SANTEE COOPER, a South Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the one hundred (100), 4,000 cubic foot, open top coal hopper railcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

SANTEE COOPER

By: Catherine Sargis
Title: Asst Vice President
Date: February 12, 1993

By: [Signature]
Title: Executive Vice President
Date: January 21, 1993

ANNEX A.1.

to

**Lease of Railroad equipment between The CIT Group/Equipment
Financing, Inc., and Santee Cooper
dated as of November 4, 1992, as amended**

Equipment Description:

One hundred (100), 4,000 cubic foot, 100-ton, three-pocket, roller bearing, rotary coupled, open top coal hopper railcars; built by Bethlehem Steel Corporation in 1975.

<u>Unit Numbers</u>	<u>Unit Numbers</u>	<u>Unit Numbers</u>
1. HLMX 009100	34. HLMX 009220	67. HLMX 009323
2. HLMX 009104	35. HLMX 009222	68. HLMX 009324
3. HLMX 009106	36. HLMX 009226	69. HLMX 009329
4. HLMX 009107	37. HLMX 009227	70. HLMX 009330
5. HLMX 009108	38. HLMX 009229	71. HLMX 009332
6. HLMX 009114	39. HLMX 009232	72. HLMX 009334
7. HLMX 009115	40. HLMX 009239	73. HLMX 009338
8. HLMX 009116	41. HLMX 009240	74. HLMX 009341
9. HLMX 009120	42. HLMX 009249	75. HLMX 009345
10. HLMX 009123	43. HLMX 009256	76. HLMX 009348
11. HLMX 009128	44. HLMX 009266	77. HLMX 009349
12. HLMX 009130	45. HLMX 009268	78. HLMX 009353
13. HLMX 009131	46. HLMX 009271	79. HLMX 009354
14. HLMX 009137	47. HLMX 009272	80. HLMX 009357
15. HLMX 009142	48. HLMX 009273	81. HLMX 009364
16. HLMX 009145	49. HLMX 009274	82. HLMX 009367
17. HLMX 009148	50. HLMX 009280	83. HLMX 009373
18. HLMX 009152	51. HLMX 009281	84. HLMX 009375
19. HLMX 009154	52. HLMX 009284	85. HLMX 009377
20. HLMX 009167	53. HLMX 009285	86. HLMX 009381
21. HLMX 009169	54. HLMX 009286	87. HLMX 009382
22. HLMX 009178	55. HLMX 009293	88. HLMX 009383
23. HLMX 009181	56. HLMX 009295	89. HLMX 009385
24. HLMX 009182	57. HLMX 009299	90. HLMX 009387
25. HLMX 009184	58. HLMX 009303	91. HLMX 009389
26. HLMX 009185	59. HLMX 009304	92. HLMX 009401
27. HLMX 009188	60. HLMX 009308	93. HLMX 009402
28. HLMX 009192	61. HLMX 009310	94. HLMX 009403
29. HLMX 009193	62. HLMX 009315	95. HLMX 009407
30. HLMX 009205	63. HLMX 009317	96. HLMX 009411
31. HLMX 009213	64. HLMX 009318	97. HLMX 009412
32. HLMX 009214	65. HLMX 009320	98. HLMX 009416
33. HLMX 009219	66. HLMX 009321	99. HLMX 009417
		100. HLMX 009419

STATE OF NEW YORK)
) S
COUNTY OF NEW YORK)

On this 12th day of February, 1993, before me personally appeared Catherine Stiglich, to me personally known, who, being by me duly sworn, says that she is Asst. Vice President of **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marian Valitzky
Notary Public

My Commission Expires:

MARIAN VALITZKY
Notary Public, State of New York
No. 31-4991572
Qualified in New York County
Commission Expires 2-3-94

[Notarial Seal]

STATE OF SOUTH CAROLINA)
) S
COUNTY OF BERKELEY)

On this 21st day of January, 1993, before me personally appeared T. Graham Edwards, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of **SANTEE COOPER**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Linda M. Barineau
Notary Public

My Commission Expires: My Commission Expires July 5, 2000

[Notarial Seal]